



## ANNOUNCEMENT

### on the convening of the General Meeting

The Board of Directors of MBH Nyrt. (registered office: 1056 Budapest, Váci utca 38. Building G; registered by the Budapest-Capital Regional Court as Court of Registration under no. Cg. 01-10-040952, hereinafter: the **Company**) hereby announces that the Company shall hold an **annual general meeting** (hereinafter: **General Meeting**) starting at 10:00 on 27 April 2026.

<b><i>Date and time of the General Meeting:</i></b>	<b>27 April 2026 (Monday), 10:00 a.m. (Budapest time - CET)</b>
<b><i>Venue of the General Meeting:</i></b>	<b>MBH Bank Nyrt. Head Office, Ball Room (Budapest, District 5. Váci utca 38.)</b>
<b><i>The manner of holding the General Meeting:</i></b>	Physical attendance

### Agenda of the General Meeting

- 1. Adoption of the financial statements of the Company for 2025 prepared in accordance with International Financial Reporting Standards, proposal for the appropriation of profit after tax and dividend payment and decisions on the performance remuneration for 2025**
  - 1.1. Report of the Board of Directors on the Company's financial and business activities in 2025;
  - 1.2. Proposal of the Board of Directors for the approval of the individual financial statements and the individual management report of the Company for the year 2025 prepared in accordance with International Financial Reporting Standards
  - 1.3. Proposal of the Board of Directors for the approval of the consolidated financial statements and the consolidated management report of the Company for the year 2025 prepared in accordance with International Financial Reporting Standards

#### **MBH Bank Plc.**

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#### *Important notice*

*"Hungarian language is the official and registered language of MBH Bank Plc's („the Issuer”) disclosures pursuant to the relevant legal and stock-exchange rules. The present English translation has been prepared on a voluntary basis, with the best care and intention of the Issuer to inform English speaking investors, however, in the event of any controversy between the Hungarian and English version, the authentic Hungarian version shall prevail."*

- 1.4. Proposal of the Board of Directors for the appropriation of the Company's profit after tax for 2025 and the payment of dividends
- 1.5. Report of the Audit Committee on the Company's 2025 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2025 consolidated financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards
- 1.6. Report of the Supervisory Board on the Company's 2025 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2025 consolidated financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards
- 1.7. Auditor's Report on the Audit of the Company's 2025 Individual Financial Statements prepared in accordance with International Financial Reporting Standards
- 1.8. Auditor's Report on the Audit of the Company's 2025 Consolidated Financial Statements prepared in accordance with International Financial Reporting Standards
- 1.9. Limited Assurance Report of the auditor on the Company's Consolidated Sustainability Report
- 1.10. Decisions concerning performance-based remuneration in 2025
- 2. Opinion vote required under Act LXVII of 2019 (Hrsztv.) on the Remuneration Policy prepared pursuant to that act**
- 3. Adoption of the 2025 Corporate Governance Report**
- 4. Granting a hold-harmless warrant of the members of the Board of Directors and the Supervisory Board of the Company**
- 5. Election of the Company's statutory auditor (for the statutory audit of the annual accounts and to provide assurance for the sustainability report) and the determination of the auditor's remuneration for the year 2026, the approval of the appointment of the person responsible for the audit and the determination of the material terms of the contract with the auditor**
- 6. Authorisation of the Board of Directors to acquire treasury shares, information of the Board of Directors on treasury shares acquired after the 2025 Annual General Meeting**
- 7. Election of the members of the Supervisory Board of the Company**
- 8. Establishing the remuneration of the members of the Board of Directors, Supervisory Board, Audit Committee, Remuneration Committee, Risk Assumption and Management Committee and at the same amount as set out in the resolution of the General Meeting of Shareholders of 30/2022 (26 April)**

If shareholders collectively holding at least 1% of the voting power transmit their proposal concerning supplementation of the agenda – in conformity with the rules on the necessary depth of detail of the agenda – or a resolution concerning any item on, or to be added to, the agenda within eight days of the publication of this announcement of the convening of the General Meeting, the Board of Directors shall issue a notice on the supplemented agenda and/or the draft resolutions put forth by the shareholders after the receipt of such proposal, in accordance with the rules laid down in Section 8 of the Company's Articles of Association. The item(s) specified in such notice shall be regarded as having been added to the agenda.

### Publication of proposals for the General Meeting and the proposed resolutions

The proposals and proposed resolutions as well as the proposed proxy form, included in the Annual General Meeting agenda will be disclosed on the Company's website ([www.mbhbank.hu](http://www.mbhbank.hu)), the Budapest Stock Exchange website ([www.bet.hu](http://www.bet.hu)), and the website operated by the Supervisory Authority (<https://kozzetetelek.mnb.hu>) at least 21 (twenty-one) days prior to the General Meeting.

#### Conditions for participation in the General Meeting and for exercising the voting rights

The Company requests shareholder identification as at the date of the General Meeting as a corporate event, from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: 'KELER Zrt.'). The Rules related to the shareholder identification are included in the effective regulation (announcement) of KELER Zrt. **The cut-off date of the shareholder identification is 17 April 2026.**

On the last but one working day before the General Meeting's starting day, that is, **at 18:00 on 23 April 2026** the Company deletes all data (that are effective at the time of shareholder identification) contained in the share register and at the same time it enters the data resulting from shareholder identification in the share register and closes the register with the data produced by shareholder identification. Thereafter, an entry in the Register of Shares concerning the shareholder's share ownership may be made at the earliest on the business day following the General Meeting.

Shareholders are advised to, if they intend to participate in the General Meeting, consult their respective securities account keepers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company accepts no liability for any consequence of any omission on the part of securities account keepers.

The closing of the Register of Shares does not restrain the person registered in the Register of Shares from transferring their shares. Transferring their shares prior to the General Meeting does not exclude the right of a shareholder registered in the Register of Shares to participate in the General Meeting and exercise their shareholders' rights.

The General Meeting may be attended by the shareholder, or a shareholder's proxy as defined in Sections 151-155 of Act CXX of 2001 on the Capital Market (hereinafter: '**Capital Markets Act**'), who – as a result of the shareholders' identification – was registered in the share register on the second business day preceding the announced date of the General Meeting, the latest. **Persons whose names are listed in the share register at the time of the closure of the share register, that is at 18:00 on 23 April 2026, shall be entitled to exercise the shareholders' rights at the General Meeting.**

**The shareholder may exercise their rights at the General Meeting in person or by way of proxy (hereinafter: 'proxy').** Members or the chairman of the Board of Directors, the Supervisory Board or the auditor may not act as shareholder's proxy. Shareholders may authorise an executive employee of the Company as well to exercise their rights relating to the Shareholders' Meeting. The proxy authorisation shall be valid for one General Meeting or for the period of time defined therein. The validity of the proxy shall cover the continuation of the suspended General Meeting or the General Meeting re-convened because of the lack of quorum. The proxy shall be drawn up in the form of a public document or a private document providing full evidence and it shall be submitted to the Company. The authorisation issued by the shareholder's proxy shall state that the representative is acting as shareholder's proxy. A proxy may represent more than one shareholder, but must have a proxy authorisation in the form of a public document or a private document providing full evidence for each shareholder represented.

Pursuant to Section 153 (3) of the Capital Markets Act, the Company invites the institutions to be registered as nominees in the share register of the Company to submit, no later than by 18:00 Budapest time (CET) on the second working day prior to the day of the General Meeting, the shareholders they represent, indicating their name/company name, address/registered office and the number of shares held, with the understanding that if the nominee does not comply with this invitation within the time limit specified or does not comply with it in full, they will not be entitled to vote at the General Meeting in accordance with the law.

If the General Meeting is attended by the legal representative of a shareholding entity (e.g. director, managing director), the court or court of registration document certifying the power of representation, either the original or a notarised copy issued not more than 30 days previously, must be presented at the venue of the General Meeting. In order to prove the existence of companies (other entities) registered abroad and the power of representation of the person granting the authorisation, it is essential that the foreign document is issued by a public registry or certified by a notary. The notarial declaration must, at least, clearly identify the existence of the person giving the authorisation and the signatories who are authorised to sign it.

If any document submitted as proof of the authorisation or the power of representation is not issued in Hungary, the formality of the document must comply with the legislation on the authentication or re-authentication of documents issued abroad. Accordingly, in the absence of a bilateral international agreement to the contrary, (i) diplomatic authentication or certification of the document, or (ii) if the country is party to the relevant international agreement, apostille certification is required. Pursuant to Section 44(7) of Act LXXVIII of 2017 on the Professional Activities of Lawyers, a document countersigned by a lawyer subject to this Act but signed by the parties abroad does not require diplomatic authentication or certification or an Apostille certificate to be fully authentic. Detailed information on the relevant rules is available from the Hungarian diplomatic missions abroad. If the document is not in Hungarian or English, a certified translation of the document in Hungarian is also required. Shareholders may also exercise their voting rights by post before the General Meeting, the detailed rules for which are included in the Articles of Association and the applicable law. An additional condition for exercising voting rights at the General Meeting is that the shareholder's shareholding and voting rights must not violate the provisions of applicable laws, as determined by the Company through verification.

Each ordinary share of Series 'A' with a nominal value of HUF 1,000 entitles one vote.

In order to ensure the smooth running of the General Meeting, the Company requests the Shareholders to inform the Company's Secretariat of their intention to participate by e-mail at [investorrelations@mbhbank.hu](mailto:investorrelations@mbhbank.hu) or in writing (MBH Bank Nyrt. - Corporate Governance, 1117 Budapest, Magyar Tudósok körútja 9. Infopark Building G room A5.51), **by 12:00 on 23 April 2026.**

The Company recommends that the proxy authorisation and the related documents, in particular if the proxy is based on a foreign instrument and/or the nominee represents more than one shareholder, be submitted by the nominee to the Company's Legal Services and Governance / Corporate Governance and Corporate Legal Department (address: 1117 Budapest, Magyar Tudósok körútja 9, Infopark, building G, room A5.51) no later than by **12:00 (CET) on 23 April 2026.** The Company examines them and makes copies of them in accordance with the applicable data protection legislation.

#### The way in which the General Meeting shall be held

**The General Meeting is held with physical attendance.**

All shareholders may attend the General Meeting in person or by proxy. MBH Bank Nyrt. has the right to verify the identity of the shareholder and their nominee or legal representative by means of documents prior to admission to the General Meeting, in view of which the Company reminds shareholders and proxies to be present at the venue of the General Meeting preferably at least 30 minutes prior to the time of the commencement of the General Meeting in order to ensure the smooth establishment of their identity and right of representation. The Company shall not be liable for the consequences of any delay resulting from failure to do so.

We wish to draw the attention of the shareholders to the fact that, in order to facilitate the taking of minutes and based on a legitimate interest, image and/or audio recording shall be prepared about the proceedings of the General Meeting in compliance with the data protection legislation in force. The General Meeting is not open to the press and only those entitled to attend may attend. Participants are not entitled to make any video or audio recordings of the General Meeting.

On the day of the General Meeting, registration will begin at **9:00 a.m.** at the venue of the General Meeting.

**Quorum of the General Meeting, repeated General Meeting**

A General Meeting shall have a quorum if shareholders representing more than half of the share capital are present.

If there is a lack of a quorum, the Company will hold a repeated Annual General Meeting at the place and in the manner indicated in this Announcement on **27 April 2026 at 12:00**, with the agenda and conditions indicated in this Announcement. The repeated General Meeting shall have a quorum regardless of the number of attendees. Separate registration is required for the repeated General Meeting, which will commence at **11:00 on 27 April 2026**.

**NOTE!**

**It is specifically emphasised that information on any unavoidable change that may occur in relation to this Announcement shall be immediately released by the Company in an extraordinary notice.**

Budapest, 27 March 2026

**MBH Bank Nyrt.**